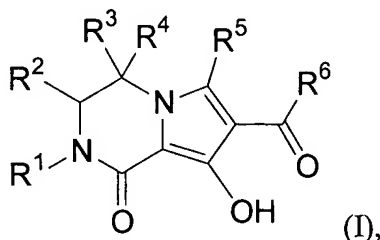


IN THE CLAIMS

The listing of the claims which follows replaces any and all prior versions and/or listings of the claims in the application.

1. (currently amended) A compound of Formula (I), or a pharmaceutically acceptable salt thereof:



wherein

R¹ is -H, -C₁₋₆ alkyl, -C₃₋₆ cycloalkyl, or -C₁₋₆ alkyl which is substituted with 1 or 2 substituents each of which is independently:

- (1) C₃₋₈ cycloalkyl,
- (2) aryl,
- (3) a 5- or 6-membered saturated or mono-unsaturated heterocyclic ring containing from 1 to 4 heteroatoms independently selected from N, O and S,
- (4) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, or
- (5) a 9- or 10-membered fused bicyclic heterocycle containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein at least one of the rings is aromatic;

wherein

- (A) each cycloalkyl is optionally substituted with from 1 to 3 substituents, each of which is independently halo, -C₁₋₆ alkyl, or -O-C₁₋₆ alkyl;
- (B) each aryl is optionally substituted with from 1 to 5 substituents each of which is independently
 - (1) -C₁₋₆ alkyl, optionally substituted with from 1 to 3 substituents each of which is independently -OH, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -CN, -NO₂, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, -SO₂N(R^aR^b), -N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), ..., -OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b),

- (2) -O-C₁₋₆ alkyl, optionally substituted with from 1 to 3 substituents each of which is independently -OH, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -S(O)_nR^c, -C(=O)N(R^aR^b), -SO₂N(R^aR^b), -N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b),
 - (3) -C₁₋₆ haloalkyl,
 - (4) -O-C₁₋₆ haloalkyl,
 - (5) -OH,
 - (6) halo,
 - (7) -CN,
 - (8) -NO₂,
 - (9) -N(R^aR^b),
 - (10) -C(=O)N(R^aR^b),
 - (11) -C(=O)R^a,
 - (12) -CO₂R^c,
 - (13) -SR^c,
 - (14) -S(=O)R^c,
 - (15) -SO₂R^c,
 - (16) -N(R^a)SO₂R^c,
 - (17) -SO₂N(R^aR^b),
 - (18) -N(R^a)C(=O)R^b, or
 - (19) -N(R^a)CO₂R^c;
- (C) each saturated or mono-unsaturated heterocyclic ring is
- (i) optionally substituted with from 1 to 5 substituents each of which is independently halogen, -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo; and
 - (ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; and
- (D) each heteroaromatic ring or each fused bicyclic heterocycle is
- (i) optionally substituted with from 1 to 7 substituents each of which is independently halogen, -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo; and
 - (ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or -C₁₋₆ alkyl-aryl;

R² is -H or -C₁₋₆ alkyl;

R³ is -H, -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, or -C₁₋₆ alkyl substituted with one of -OH, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -CN, -NO₂, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, -SO₂N(R^aR^b), -N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b);

R⁴ is:

- (1) -H,
- (2) -C₁₋₆ alkyl optionally substituted with one of -OH, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -CN, -NO₂, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, -SO₂N(R^aR^b), -N(R^a)-C(R^b)=O, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), -N(R^a)C(=O)N(R^aR^b), -O-C₁₋₆ alkyl-C(=O)N(R^aR^b), -S-C₁₋₆ alkyl-C(=O)N(R^aR^b), -N(R^a)-C₁₋₆ alkyl-C(=O)N(R^aR^b), or -N(SO₂R^c)-C₁₋₆ alkyl-C(=O)N(R^aR^b),
- (3) -C₁₋₆ haloalkyl,
- (4) -C(=O)R^a,
- (5) -CO₂R^c,
- (6) -C(=O)N(R^aR^b),
- (7) -SO₂N(R^aR^b),
- (8) -C₂₋₆ alkenyl,
- (9) -C₂₋₆ alkenyl-C(=O)-N(R^a)₂,
- (10) -C₂₋₅ alkynyl,
- (11) -C₂₋₅ alkynyl-CH₂N(R^a)₂,
- (12) -C₂₋₅ alkynyl-CH₂OR^a,
- (13) -C₂₋₅ alkynyl-CH₂S(O)_nR^c, or
- (14) -R^k,
- (15) -C₁₋₆ alkyl substituted with R^k,
- (16) -C₁₋₆ haloalkyl substituted with R^k,
- (17) -C₁₋₆ alkyl-O-R^k,
- (18) -C₁₋₆ alkyl-O-C₁₋₆ alkyl-R^k,
- (19) -C₁₋₆ alkyl-S(O)_n-R^k,
- (20) -C₁₋₆ alkyl-S(O)_n-C₁₋₆ alkyl-R^k,
- (21) -C₁₋₆ alkyl-N(R^a)-R^k,
- (22) -C₁₋₆ alkyl-N(R^a)-C₁₋₆ alkyl-R^k,

- (23) $-C_{1-6}$ alkyl- $N(R^a)$ - C_{1-6} alkyl- OR^k , with the proviso that the $-N(R^a)$ - moiety and the $-OR^k$ moiety are not both attached to the same carbon of the $-C_{1-6}$ alkyl-moiety,
- (24) $-C_{1-6}$ alkyl- $C(=O)$ - R^k ,
- (25) $-C_{1-6}$ alkyl- $C(=O)N(R^a)$ - R^k ,
- (26) $-C_{1-6}$ alkyl- $N(R^a)C(=O)$ - R^k ,
- (27) $-C_{1-6}$ alkyl- $C(=O)N(R^a)$ - C_{1-6} alkyl- R^k , or
- (28) $-C_{1-6}$ alkyl- $N(R^a)$ - C_{0-6} alkyl- $S(O)_nR^k$;

wherein R^k is

- (i) aryl, which is optionally substituted with from 1 to 5 substituents each of which is independently $-C_{1-6}$ alkyl, $-C_{1-6}$ alkyl-OH, $-C_{1-6}$ alkyl-O- C_{1-6} alkyl, $-C_{1-6}$ alkyl-O- C_{1-6} haloalkyl, $-C_{1-6}$ alkyl- $N(R^aR^b)$, $-C_{1-6}$ alkyl- $C(=O)N(R^aR^b)$, $-C_{1-6}$ alkyl- $C(=O)R^a$, $-C_{1-6}$ alkyl- CO_2R^c , $-C_{1-6}$ alkyl- $S(O)_nR^c$, $-O$ - C_{1-6} alkyl, $-C_{1-6}$ haloalkyl, $-O$ - C_{1-6} haloalkyl, $-OH$, halo, $-N(R^aR^b)$, $-C(=O)N(R^aR^b)$, $-C(=O)R^a$, $-CO_2R^c$, $-S(O)_nR^c$, or $-SO_2N(R^aR^b)$;
- (ii) a 4- to 7-membered saturated or mono-unsaturated heterocyclic ring containing at least one carbon atom and from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heterocyclic ring is:
 - (a) optionally substituted with from 1 to 5 substituents each of which is independently halogen, $-C_{1-6}$ alkyl, $-C_{1-6}$ haloalkyl, $-O$ - C_{1-6} alkyl, $-O$ - C_{1-6} haloalkyl, or oxo; and
 - (b) optionally mono-substituted with aryl or HetA;
wherein HetA is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally fused with a benzene ring, and HetA is optionally substituted with from 1 to 4 substituents each of which is independently $-C_{1-6}$ alkyl, $-C_{1-6}$ haloalkyl, $-O$ - C_{1-6} alkyl, $-O$ - C_{1-6} haloalkyl, or oxo; or
- (iii) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from optionally substituted with from 1 to 4 substituents each of which is independently $-C_{1-6}$ alkyl, $-C_{1-6}$ haloalkyl, $-O$ - C_{1-6} alkyl, $-O$ - C_{1-6} haloalkyl, or oxo;

R^5 is $-H$ or $-C_{1-6}$ alkyl;

R⁶ is:

- (1) —OH,
- (2) —O-C₁₋₆ alkyl,
- (3) —N(R^uR^v),
- (4) —O-C₁₋₆ haloalkyl,
- (5) —O-C₁₋₆ alkyl-aryl
- (6) —O-C₁₋₆ alkyl-HetB, or
- (7) —O-C₁₋₆ alkyl-HetC,

- (1) —O-C₁₋₆ alkyl,
- (2) —N(R^uR^v),
- (3) —O-C₁₋₆ haloalkyl,
- (4) —O-C₁₋₆ alkyl-aryl,
- (5) —O-C₁₋₆ alkyl-HetB, or
- (6) —O-C₁₋₆ alkyl-HetC,

wherein

R^u is -H or -C₁₋₆ alkyl;

R^v independently has the same definition as R¹;

HetB is a 5- or 6-membered saturated or mono-unsaturated ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the ring is optionally substituted with from 1 to 5 substituents each of which is independently halogen, -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo; and

HetC is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo;

each R^a and R^b is independently -H or -C₁₋₆ alkyl;

each R^c is independently a -C₁₋₆ alkyl; and

each n is independently an integer equal to 0, 1 or 2.

2. (currently amended) The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein:

R¹ is -C₁₋₄ alkyl mono-substituted with aryl; wherein the aryl is optionally substituted with from 1 to 4 substituents each of which is independently

- (1) -C₁₋₄ alkyl, optionally mono-substituted with -OH, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, -CN, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, -SO₂N(R^aR^b), -N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b),
- (2) -O-C₁₋₄ alkyl, optionally mono-substituted with -OH, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, -S(O)_nR^c, -N(R^a)-CO₂R^c, -C(=O)N(R^aR^b), -SO₂N(R^aR^b), -N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b),
- (3) -C₁₋₄ haloalkyl,
- (4) -O-C₁₋₄ haloalkyl,
- (5) -OH,
- (6) halo,
- (7) -CN,
- (8) -NO₂,
- (9) -N(R^aR^b),
- (10) -SR^c,
- (11) -S(=O)R^c,
- (12) -SO₂R^c,
- (13) -N(R^a)SO₂R^c,
- (14) -SO₂N(R^aR^b),
- (15) -N(R^a)C(=O)R^b, or
- (16) -N(R^a)CO₂R^c; and

R⁶ is:

- (1) —OH,
- (2) —O-C₁₋₆ alkyl,
- (3) —N(R^uR^v),
- (4) —O-C₁₋₆ haloalkyl,
- (5) —O-C₁₋₆ alkyl-aryl
- (6) —O-C₁₋₆ alkyl-HetB, or
- (7) —O-C₁₋₆ alkyl-HetC,

- (1) -O-C₁₋₆ alkyl,
- (2) -N(R^uR^v),
- (3) -O-C₁₋₆ haloalkyl,
- (4) -O-C₁₋₆ alkyl-aryl,
- (5) -O-C₁₋₆ alkyl-HetB, or
- (6) -O-C₁₋₆ alkyl-HetC,

wherein

R^u is -H or -C₁₋₆ alkyl;

R^v is -H, -C₁₋₆ alkyl, -C₃₋₆ cycloalkyl, or independently has the same definition as R¹ above;

HetB is a 5- or 6-membered saturated or mono-unsaturated ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the ring is optionally substituted with from 1 to 5 substituents each of which is independently halogen, -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo; and

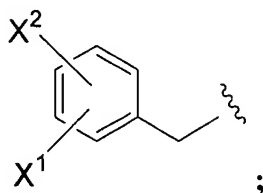
HetC is a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein the heteroaromatic ring is optionally substituted with from 1 to 4 substituents each of which is independently -C₁₋₆ alkyl, -C₁₋₆ haloalkyl, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, or oxo.

3. (original) The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein in R¹ is -(CH₂)₁₋₄-phenyl, wherein the phenyl is optionally substituted with from 1 to 3 substituents each of which is independently

- (1) -C₁₋₄ alkyl, optionally mono-substituted with -OH, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, -CN, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, or -SO₂N(R^aR^b),
- (2) -O-C₁₋₄ alkyl,
- (3) -C₁₋₄ haloalkyl,
- (4) -O-C₁₋₄ haloalkyl,
- (5) -OH,
- (6) halo,
- (7) -CN,
- (8) -NO₂,
- (9) -N(R^aR^b),

- (10) $-SR^c$,
- (11) $-S(=O)R^c$,
- (12) $-SO_2R^c$,
- (13) $-N(R^a)SO_2R^c$,
- (14) $-SO_2N(R^aR^b)$,
- (15) $-N(R^a)C(=O)R^b$, or
- (16) $-N(R^a)CO_2R^c$.

4. (original) The compound according to claim 3, or a pharmaceutically acceptable salt thereof, wherein R^1 is:



wherein X^1 and X^2 are each independently

- (1) $-H$,
- (2) methyl,
- (3) ethyl,
- (4) methoxy,
- (5) ethoxy,
- (6) $-CF_3$,
- (7) fluoro,
- (8) bromo, or
- (9) chloro.

5. (original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein R^1 is 4-fluorobenzyl.

6. (original) The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein:

R^2 is $-H$ or $-C_{1-4}$ alkyl;

R³ is -H or -C₁₋₄ alkyl;

R⁴ is:

- (1) -H,
- (2) -C₁₋₄ alkyl optionally substituted with one of -OH, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, -CN, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, -SO₂N(R^aR^b), -N(R^a)-C(R^b)=O, -N(R^a)SO₂R^b, or -N(R^a)SO₂N(R^aR^b),
- (3) -C(=O)N(R^aR^b),
- (4) -R^k,
- (5) -C₁₋₄ alkyl substituted with R^k,
- (6) -C₁₋₄ alkyl-O-R^k, or
- (7) -C₁₋₄ alkyl-O-C₁₋₄ alkyl-R^k; and

R⁵ is -H.

7. (currently amended) The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein R⁶ is:

- (1) —OH,
- (2) —O-C₁₋₄ alkyl,
- (3) —N(R^uR^v),
- (4) —O-C₁₋₄ haloalkyl,
- (5) —O-C₁₋₄ alkyl-aryl
- (6) —O-C₁₋₄ alkyl-HetB, or
- (7) —O-C₁₋₄ alkyl-HetC,

- (1) -O-C₁₋₄ alkyl,
- (2) -N(R^uR^v),
- (3) -O-C₁₋₄ haloalkyl,
- (4) -O-C₁₋₄ alkyl-aryl,
- (5) -O-C₁₋₄ alkyl-HetB, or
- (6) -O-C₁₋₄ alkyl-HetC,

wherein

R^u is -H or -C₁₋₄ alkyl;

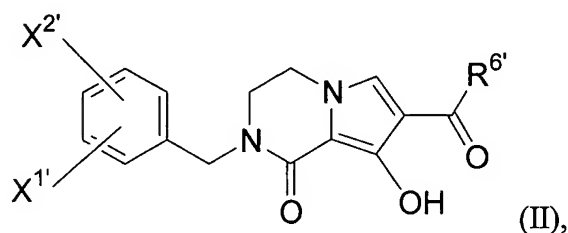
R^v is -H, -C₁₋₄ alkyl, or cyclopropyl;

HetB is a 5- or 6-membered saturated ring containing a total of from 1 to 4 heteroatoms independently selected from 1 to 4 N atoms, from 0 to 2 O atoms,

and from 0 to 2 S atoms, wherein the saturated ring is optionally substituted with from 1 to 4 substituents each of which is independently halogen, -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, or oxo; and

HetC is a 5- or 6-membered heteroaromatic ring containing a total of from 1 to 4 heteroatoms independently selected from 1 to 4 N atoms, from 0 to 2 O atoms, and from 0 to 2 S atoms, wherein the heteroaromatic ring is optionally substituted with from 1 to 3 substituents each of which is independently -C₁₋₄ alkyl, -C₁₋₄ haloalkyl, -O-C₁₋₄ alkyl, -O-C₁₋₄ haloalkyl, or oxo.

8. (currently amended) A compound of Formula (II), or a pharmaceutically acceptable salt thereof:



wherein:

X^{1'} and X^{2'} are each independently:

- (1) -H,
- (2) C₁₋₄ alkyl,
- (2) -O-C₁₋₄ alkyl,
- (3) -C₁₋₄ haloalkyl,
- (4) -O-C₁₋₄ haloalkyl, or
- (5) halo; and

R^{6'} is:

- (1) —OH,
- (2) —O-C₁₋₄ alkyl, or
- (3) —N(R^uR^v);

- (1) —O-C₁₋₄ alkyl, or
- (2) —N(R^uR^v);

wherein

R^u is -H or -C₁₋₄ alkyl; and
 R^v is -C₁₋₄ alkyl or cyclopropyl.

9. (currently amended) A compound according to claim 8, or a pharmaceutically acceptable salt thereof, wherein:

wherein $X^{1'}$ and $X^{2'}$ are each independently:

- (1) -H,
- (2) methyl,
- (2) -OCH₃,
- (3) -CF₃,
- (4) -OCF₃,
- (5) chloro,
- (6) fluoro, or
- (7) bromo; and

$R^{6'}$ is:

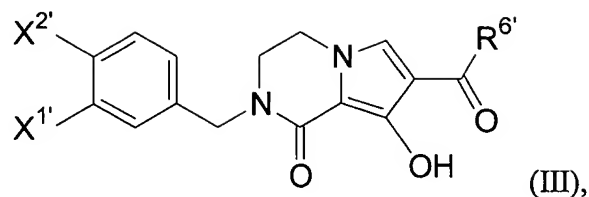
- (1) —OH,
- (2) —methoxy
- (3) —ethoxy
- (4) —N(R^uR^v);

- (1) methoxy,
- (2) ethoxy, or
- (3) -N(R^uR^v);

wherein

R^u is -H; and
 R^v is methyl, ethyl, or cyclopropyl.

10. (original) The compound according to claim 8, which is a compound of Formula (III), or a pharmaceutically acceptable salt thereof:



wherein X^{1'} and X^{2'} are each independently -H or halo.

11. (currently amended) The compound according to claim 10, or a pharmaceutically acceptable salt thereof, wherein

X^{1'} and X^{2'} are each independently -H, fluoro, chloro, or bromo; and

R^{6'} is:

- (1) —OH,
- (2) —methoxy
- (3) —ethoxy
- (4) —N(R^uR^v);

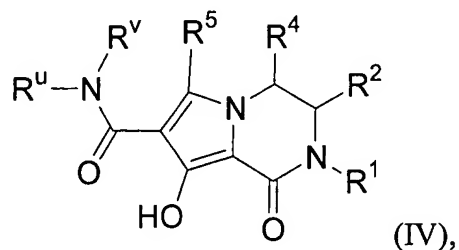
- (1) methoxy,
- (2) ethoxy, or
- (3) -N(R^uR^v);

wherein

R^u is -H; and

R^v is methyl, ethyl, or cyclopropyl.

12. (original) A compound according to claim 1, or a pharmaceutically acceptable salt thereof, which is a compound of Formula (IV):



wherein

R^u is -H or -C₁₋₆ alkyl;

R^v is C₁₋₆ alkyl which is substituted with 1 or 2 substituents each of which is independently:

- (1) C₃₋₈ cycloalkyl,
- (2) aryl,
- (3) a 5- or 6-membered saturated or mono-unsaturated heterocyclic ring containing from 1 to 4 heteroatoms independently selected from N, O and S,
- (4) a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S, or
- (5) a 9- or 10-membered fused bicyclic heterocycle containing from 1 to 4 heteroatoms independently selected from N, O and S, wherein at least one of the rings is aromatic;

wherein

- (A) each cycloalkyl is optionally substituted with from 1 to 3 substituents, each of which is independently halo, -C₁₋₆ alkyl, or -O-C₁₋₆ alkyl;
- (B) each aryl is optionally substituted with from 1 to 5 substituents each of which is independently
 - (1) -C₁₋₆ alkyl, optionally substituted with from 1 to 3 substituents each of which is independently -OH, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -CN, -NO₂, -N(R^aR^b), -C(=O)N(R^aR^b), -C(=O)R^a, -CO₂R^c, -S(O)_nR^c, -SO₂N(R^aR^b), -N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b),
 - (2) -O-C₁₋₆ alkyl, optionally substituted with from 1 to 3 substituents each of which is independently -OH, -O-C₁₋₆ alkyl, -O-C₁₋₆ haloalkyl, -S(O)_nR^c, -C(=O)N(R^aR^b), -SO₂N(R^aR^b), -N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b), -OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b),
 - (3) -C₁₋₆ haloalkyl,
 - (4) -O-C₁₋₆ haloalkyl,
 - (5) -OH,
 - (6) halo,
 - (7) -CN,
 - (8) -NO₂,
 - (9) -N(R^aR^b),
 - (10) -C(=O)N(R^aR^b),

- (11) $-C(=O)R^a$,
 - (12) $-CO_2R^c$,
 - (13) $-SR^c$,
 - (14) $-S(=O)R^c$,
 - (15) $-SO_2R^c$,
 - (16) $-N(R^a)SO_2R^c$,
 - (17) $-SO_2N(R^aR^b)$,
 - (18) $-N(R^a)C(=O)R^b$, or
 - (19) $-N(R^a)CO_2R^c$;
- (C) each saturated or mono-unsaturated heterocyclic ring is
- (i) optionally substituted with from 1 to 5 substituents each of which is independently halogen, $-C_{1-6}$ alkyl, $-C_{1-6}$ haloalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ haloalkyl, or oxo; and
 - (ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or a 5- or 6-membered heteroaromatic ring containing from 1 to 4 heteroatoms independently selected from N, O and S; and
- (D) each heteroaromatic ring or each fused bicyclic heterocycle is
- (i) optionally substituted with from 1 to 7 substituents each of which is independently halogen, $-C_{1-6}$ alkyl, $-C_{1-6}$ haloalkyl, $-O-C_{1-6}$ alkyl, $-O-C_{1-6}$ haloalkyl, or oxo; and
 - (ii) optionally substituted with 1 or 2 substituents each of which is independently aryl or $-C_{1-6}$ alkyl-aryl; and

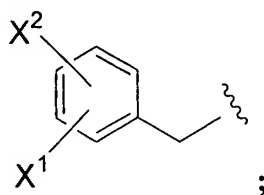
R^1 is $-H$ or $-C_{1-6}$ alkyl.

13. (original) The compound according to claim 12, or a pharmaceutically acceptable salt thereof, wherein R^v is $-C_{1-4}$ alkyl mono-substituted with aryl; wherein the aryl is optionally substituted with from 1 to 4 substituents each of which is independently

- (1) $-C_{1-4}$ alkyl, optionally mono-substituted with $-OH$, $-O-C_{1-4}$ alkyl, $-O-C_{1-4}$ haloalkyl, $-CN$, $-N(R^aR^b)$, $-C(=O)N(R^aR^b)$, $-C(=O)R^a$, $-CO_2R^c$, $-S(O)_nR^c$, $-SO_2N(R^aR^b)$, $-N(R^a)C(=O)R^b$, $-N(R^a)CO_2R^c$, $-N(R^a)SO_2R^c$, $-N(R^a)SO_2N(R^aR^b)$; $-OC(=O)N(R^aR^b)$, or $-N(R^a)C(=O)N(R^aR^b)$,
- (2) $-O-C_{1-4}$ alkyl, optionally mono-substituted with $-OH$, $-O-C_{1-4}$ alkyl, $-O-C_{1-4}$ haloalkyl, $-S(O)_nR^c$, $-N(R^a)-CO_2R^c$, $-C(=O)N(R^aR^b)$, $-SO_2N(R^aR^b)$,

- N(R^a)C(=O)R^b, -N(R^a)CO₂R^c, -N(R^a)SO₂R^c, -N(R^a)SO₂N(R^aR^b),
-OC(=O)N(R^aR^b), or -N(R^a)C(=O)N(R^aR^b),
(3) -C₁₋₄ haloalkyl,
(4) -O-C₁₋₄ haloalkyl,
(5) -OH,
(6) halo,
(7) -CN,
(8) -NO₂,
(9) -N(R^aR^b),
(10) -SR^c,
(11) -S(=O)R^c,
(12) -SO₂R^c,
(13) -N(R^a)SO₂R^c,
(14) -SO₂N(R^aR^b),
(15) -N(R^a)C(=O)R^b, or
(16) -N(R^a)CO₂R^c.

14. (original) The compound according to claim 13, or a pharmaceutically acceptable salt thereof, wherein R^v is:



wherein X¹ and X² are each independently

- (1) -H,
(2) methyl,
(3) ethyl,
(4) methoxy,
(5) ethoxy,
(6) -CF₃,
(7) fluoro,
(8) bromo, or
(9) chloro.

15. (original) The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein R^v is 4-fluorobenzyl.

16. (original) The compound according to claim 12, or a pharmaceutically acceptable salt thereof, wherein:

R^u is -H;

R⁵ is -H;

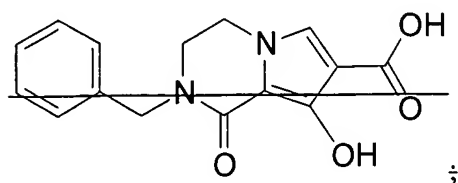
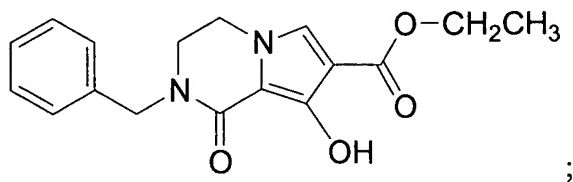
R⁴ is:

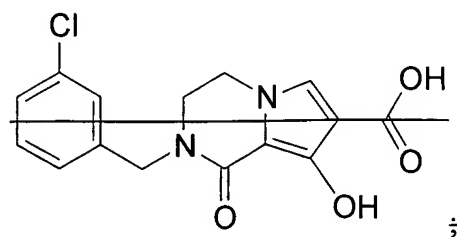
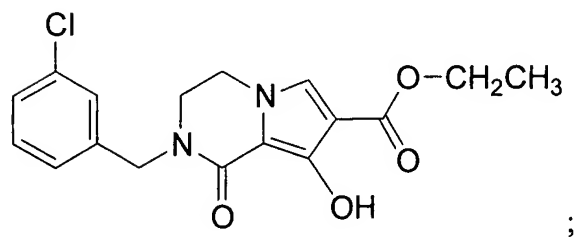
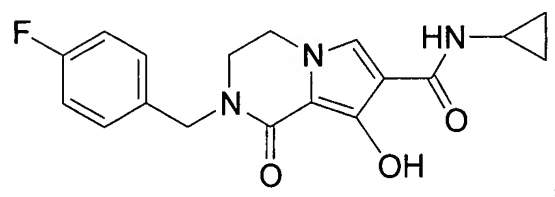
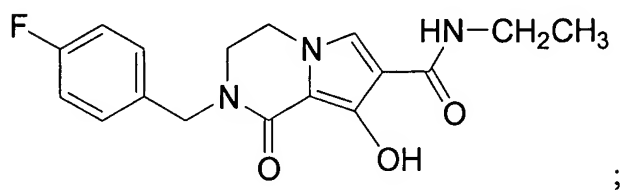
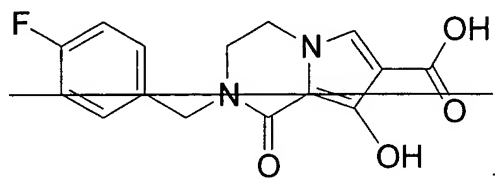
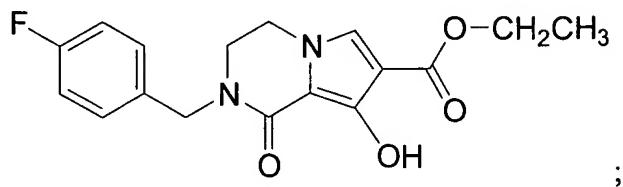
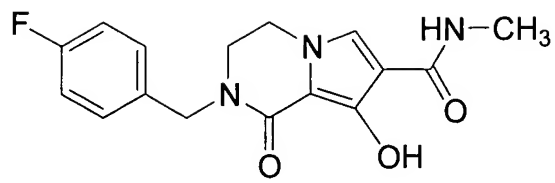
- (1) -H,
- (2) -C₁₋₄ alkyl optionally substituted with one of -OH, -N(R^aR^b), or -C(=O)N(R^aR^b),
- (3) -C(=O)N(R^aR^b),
- (4) -(CH₂)₁₋₃-R^k,
- (5) -(CH₂)₁₋₃-O-R^k, or
- (6) -(CH₂)₁₋₃-O-(CH₂)₁₋₃-R^k;

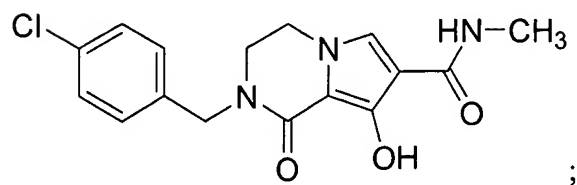
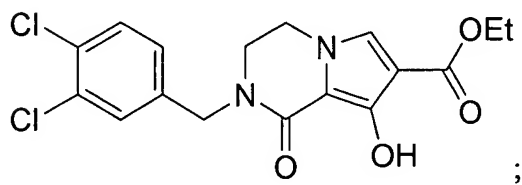
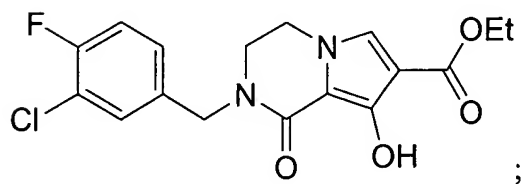
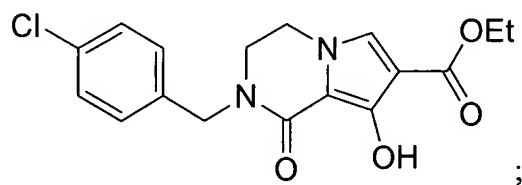
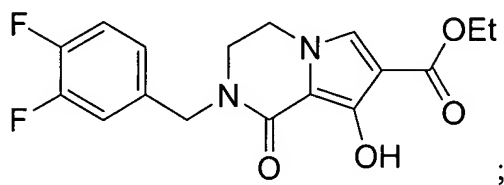
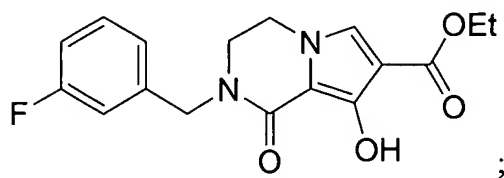
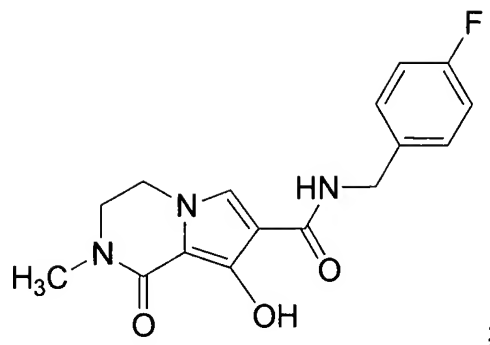
R² is -H; and

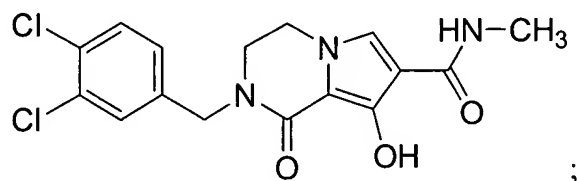
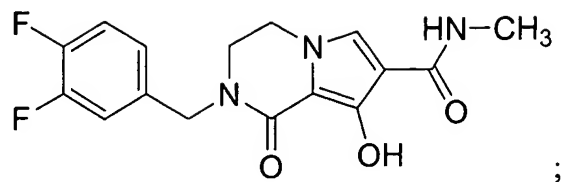
R¹ is -C₁₋₄ alkyl.

17. (currently amended) A compound selected from the group consisting of:









and pharmaceutically acceptable salts thereof.

18. (original) A pharmaceutical composition comprising a therapeutically effective amount of a compound according to claim 1, or a pharmaceutically acceptable salt thereof, and a pharmaceutically acceptable carrier.

19. (original) A method of inhibiting HIV integrase in a subject in need thereof which comprises administering to the subject a therapeutically effective amount of the compound according to claim 1, or a pharmaceutically acceptable salt thereof.

20. (original) A method for preventing or treating infection by HIV or for preventing, treating or delaying the onset of AIDS in a subject in need thereof which comprises administering to the subject a therapeutically effective amount of the compound according to claim 1, or a pharmaceutically acceptable salt thereof.

21.-22. (canceled)